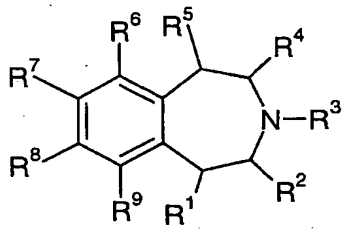
WE CLAIM:

1. A compound of Formula I:



I

where:

R^1 is hydrogen, fluoro, or $(C_1\text{-}C_3)$alkyl;

R^2, R^3, and R^4 are each independently hydrogen, methyl, or ethyl;

R^5 is hydrogen, fluoro, methyl, or ethyl;

R^6 is $-C{\equiv}C\text{-}R^{10}$, $-O\text{-}R^{12}$, $-S\text{-}R^{14}$, or $-NR^{24}R^{25}$;

R^7 is hydrogen, halo, cyano, $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_2\text{-}C_6)$alkenyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl, $(C_1\text{-}C_6)$alkoxy optionally substituted with 1 to 6 fluoro substituents, $(C_1\text{-}C_6)$alkylthio optionally substituted with 1 to 6 fluoro substituents, $Ph^1\text{-}(C_0\text{-}C_3)$alkyl, $Ph^1\text{-}(C_0\text{-}C_3)$alkyl-O-, or $Ph^1\text{-}(C_0\text{-}C_3)$alkyl-S-;

R^8 is hydrogen, halo, cyano, or $-SCF_3$;

R^9 is hydrogen, halo, cyano, $-CF_3$, $-SCF_3$, or $(C_1\text{-}C_3)$alkoxy optionally substituted with 1 to 6 fluoro substituents;

R^{10} is $-CF_3$, ethyl substituted with 1 to 5 fluoro substituents, $(C_3\text{-}C_6)$ alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, $Ar^1\text{-}(C_0\text{-}C_3)$alkyl, $Ph^1\text{-}(C_0\text{-}C_3)$alkyl, or 3-$(C_1\text{-}C_4)$alkyl-2-oxo-imidazolidin-1-yl-$(C_1\text{-}C_3)$alkyl;

R^{12} is $Ph^2\text{-}(C_1\text{-}C_3)$alkyl, $Ar^2\text{-}(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_6)$alkyl-S-$(C_2\text{-}C_6)$alkyl, $(C_3\text{-}C_7)$cycloalkyl-S-$(C_2\text{-}C_6)$alkyl, phenyl-S-$(C_2\text{-}C_6)$alkyl, $Ph^2\text{-}S\text{-}(C_2\text{-}C_6)$alkyl, phenylcarbonyl-$(C_1\text{-}C_3)$alkyl, $Ph^2\text{-}C(O)\text{-}(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_6)$alkoxycarbonyl$(C_3\text{-}C_6)$alkyl, $(C_3\text{-}C_7)$cycloalkyl-OC(O)-$(C_3\text{-}C_6)$alkyl,

phenyloxycarbonyl-(C_3-C_6)alkyl, Ph^2-OC(O)-(C_3-C_6)alkyl, Ar^2-OC(O)-(C_3-C_6)alkyl, (C_3-C_7)cycloalkyl-NH-C(O)-(C_2-C_4)alkyl-, Ph^1-NH-C(O)-(C_2-C_4)alkyl-, Ar^2-NH-C(O)-(C_2-C_4)alkyl-, or R^{13}-C(O)NH-(C_2-C_4)alkyl;

R^{13} is (C_3-C_7)cycloalkyl(C_0-C_3)alkyl, Ph^1, Ar^2, or (C_1-C_3)alkoxy optionally substituted with 1 to 6 fluoro substituents, Ph^1-NH- or N-linked Het^1;

R^{14} is Ar^2 which is not N-linked to the sulfur atom, Ph^2, R^{15}-L-, tetrahydrofuranyl, tetrahydropyranyl, or phenyl-methyl substituted on the methyl moiety with a substituent selected from the group consisting of (C_1-C_3)-*n*-alkyl substituted with hydroxy, (C_1-C_3)alkyl-O-(C_1-C_2)-*n*-alkyl, (C_1-C_3)alkyl-C(O)-(C_0-C_2)-*n*-alkyl, and (C_1-C_3)alkyl-O-C(O)-(C_0-C_2)-*n*-alkyl,

wherein when R^{14} is Ph^2 or Ar^2, wherein Ar^2 is pyridyl, then R^{14} may also, optionally be substituted with phenyl-CH=CH- or phenyl-C≡C-,

said phenyl-CH=CH- or phenyl-C≡C- being optionally further substituted with 1 to 3 substituents independently selected from the group consisting of halo, cyano, -SCF_3, (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C_1-C_6)alkoxy optionally further substituted with 1 to 6 fluoro substituents, and

wherein when Ar^2 is pyridyl, the pyridyl may alternatively, optionally be substituted with $R^{28}R^{29}$N-C(O)-, and optionally further substituted with one methyl, -CF_3, cyano, or -SCF_3 substituent, or with 1 to 2 halo substituents, and

wherein the tetrahydrofuranyl and tetrahydropyranyl may optionally be substituted with an oxo substituent, or with one or two groups independently selected from methyl and –CF_3;

R^{15} is -OR^{16}, cyano, –SCF_3, Ph^2, Ar^2, quinolinyl, isoquinolinyl, cinnolinyl, quinazolinyl, phthalimido, benzothiophenyl optionally substituted at the 2-position with phenyl or benzyl, benzothiazolyl optionally substituted at the 2-position with phenyl or benzyl, benzothiadiazolyl optionally substituted with phenyl or benzyl, 2-oxo-dihydroindol-1-yl optionally substituted at the 3 position with gem dimethyl or (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, 2-oxo-dihydroindol-5-yl

optionally substituted at the 3 position with gem dimethyl or (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, 2-oxo-imidazolidin-1-yl optionally substituted at the 3 position with gem dimethyl or (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, 2-oxo-tetrahydropyrimidinyl optionally substituted at the 3 or 4 position with gem dimethyl or (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, 2-oxo-tetrahydroquinolin-1-yl optionally substituted at the 3 position with gem dimethyl or (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, 2-oxo- dihydrobenzimidazol-1-yl optionally substituted at the 3 position with gem dimethyl or (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, $-NR^{17}R^{18}$, $-C(O)R^{22}$, or a saturated heterocycle selected from the group consisting of pyrrolidinyl, piperidinyl, morpholinyl, and thiomorpholinyl, tetrahydrofuranyl, and tetrahydropyranyl,

wherein Ph^2 and Ar^2 when Ar^2 is pyridyl, may also optionally be substituted with phenyl-CH=CH- or phenyl-C≡C-,

said phenyl-CH=CH- and phenyl-C≡C- being optionally further substituted on the phenyl moiety with 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-SCF_3$, (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C_1-C_6)alkoxy optionally further substituted with 1 to 6 fluoro substituents, and

wherein Ar^2 may alternatively, optionally be substituted with a substituent selected from the group consisting of (C_3-C_7)cycloalkyl-(C_0-C_3)alkyl, Het^1-(C_0-C_3)alkyl, pyridyl-(C_0-C_3)alkyl, and phenyl-(C_0-C_3)alkyl, and optionally further substituted with one methyl, $-CF_3$, cyano, or $-SCF_3$ substituent, or with 1 to 2 halo substituents,

said pyridyl-(C_0-C_3)alkyl and phenyl-(C_0-C_3)alkyl optionally being further substituted with 1-3 substituents independently selected from halo, $-CH_3$, $-OCH_3$, $-CF_3$, $-OCF_3$, -CN, and $-SCF_3$, and

wherein when Ar^2 is pyridyl, the pyridyl may alternatively, optionally be substituted with $R^{28}R^{29}N$-C(O)-, or (C_1-C_6)alkyl-C(O)- optionally substituted with 1 to 6 fluoro substituents, and may be optionally further

substituted with one methyl, -CF_3, cyano, or -SCF_3 substituent, or with 1 to 2 halo substituents, and

wherein when Ar^2 is thiazolyl, the thiazolyl may alternatively, optionally be substituted with (C_3-C_7)cycloalkyl-(C_0-C_3)alkyl-NH-, and

wherein the pyrrolidinyl, piperidinyl, morpholinyl, and thiomorpholinyl is substituted with oxo- on a carbon atom adjacent to the ring nitrogen atom, or is N-substituted with a substituent selected from the group consisting of

(C_1-C_6)alkylcarbonyl, (C_1-C_6)alkylsulfonyl,
(C_3-C_7)cycloalkyl(C_0-C_3)alkyl-C(O)-,
(C_3-C_7)cycloalkyl(C_0-C_3)alkyl-$S(O)_2$-, Ph^1-(C_0-C_3)alkyl-C(O)-, and
Ph^1-(C_0-C_3)alkyl-$S(O)_2$-, and

may optionally be further substituted with 1 or 2 methyl or -CF_3 substituents, and when oxo-substituted, may optionally be further N-substituted with a substituent selected from the group consisting of

(C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, (C_3-C_7)cycloalkyl(C_0-C_3)alkyl, and Ph^1-(C_0-C_3)alkyl, and

wherein tetrahydrofuranyl and tetrahydropyranyl may optionally be substituted with an oxo substituent, and/or with one or two groups independently selected from methyl and –CF_3;

L is branched or unbranched (C_1-C_6)alkylene, except when R^{15} is -$NR^{17}R^{18}$ or Ar^2-N-linked to L, in which case L is branched or unbranched (C_2-C_6)alkylene, and when L is methylene or ethylene, L may optionally be substituted with gem-ethano or with 1 to 2 fluoro substituents, and when R^{15} is Ph^2, Ar^2, or a saturated heterocycle, L may alternatively, optionally be substituted with a substituent selected from the group consisting of hydroxy, cyano, -SCF_3, (C_1-C_6)alkoxy optionally further substituted with 1 to 6 fluoro substituents, (C_1-C_6)alkoxycarbonyl optionally further substituted with 1 to 6 fluoro substituents, (C_1-C_6)alkylcarbonyloxy optionally further substituted with 1 to 6 fluoro substituents, (C_3-C_7)cycloalkyl-(C_0-C_3)alkyl-O-, (C_3-C_7)cycloalkyl-(C_0-C_3)alkyl-O-C(O)-, and (C_3-C_7)cycloalkyl-(C_0-C_3)alkyl-C(O)-O-;

R^{16} is hydrogen, $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_1\text{-}C_6)$alkylcarbonyl, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl-C(O)-, Ph^1-$(C_0\text{-}C_3)$alkyl, Ph^1-$(C_0\text{-}C_3)$alkyl-C(O)-, Ar^2-$(C_0\text{-}C_3)$alkyl, or Ar^2-$(C_0\text{-}C_3)$alkyl-C(O)-,

R^{17} is $(C_1\text{-}C_4)$alkyl optionally substituted with 1 to 6 fluoro substituents, *t*-butylsulfonyl, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl-C(O)-, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl-sulfonyl, Ph^1-$(C_0\text{-}C_3)$alkyl, Ph^1-$(C_0\text{-}C_3)$alkyl-C(O)-, Ph^1-$(C_0\text{-}C_3)$alkylsulfonyl, Ar^2-$(C_0\text{-}C_3)$alkyl, Ar^2-$(C_0\text{-}C_3)$alkyl-C(O)-, Ar^2-$(C_0\text{-}C_3)$alkylsulfonyl, $R^{19}OC(O)$-, or $R^{20}R^{21}NC(O)$-;

R^{18} is hydrogen or $(C_1\text{-}C_4)$alkyl optionally substituted with 1 to 6 fluoro substituents, or R^{17} and R^{18}, taken together with the nitrogen atom to which they are attached form Het^1 where Het^1 is substituted with oxo- on a carbon atom adjacent to the ring nitrogen atom, or

R^{17} and R^{18}, taken together with the nitrogen atom to which they are attached, form an aromatic heterocycle selected from the group consisting of pyrolyl, pyrazolyl, imidazolyl, 1,2,3-triazolyl, and 1,2,4-triazolyl,

said aromatic heterocycle optionally being substituted with 1 to 2 halo substituents, or substituted with 1 to 2 $(C_1\text{-}C_4)$alkyl substituents optionally further substituted with 1 to 3 fluoro substituents, or mono-substituted with fluoro, nitro, cyano, $-SCF_3$, or $(C_1\text{-}C_4)$alkoxy optionally further substituted with 1 to 3 fluoro substituents, and optionally further substituted with a $(C_1\text{-}C_4)$alkyl substituent optionally further substituted with 1 to 3 fluoro substituents;

R^{19} is $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, Ar^2-$(C_0\text{-}C_3)$alkyl, or Ph^1-$(C_0\text{-}C_3)$alkyl,

R^{20} is $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, Ar^2-$(C_0\text{-}C_3)$alkyl, or Ph^1-$(C_0\text{-}C_3)$alkyl,

R^{21} is hydrogen or $(C_1\text{-}C_4)$alkyl optionally substituted with 1 to 6 fluoro substituents, or R^{20} and R^{21}, taken together with the nitrogen atom to which they are attached, form Het^1;

R^{22} is $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, R^{23}-O-, Ph^1-$(C_0\text{-}C_3)$alkyl, Ar^2-$(C_0\text{-}C_3)$alkyl, or $R^{32}R^{33}N$-;

R^{23} is $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, Ph^1-$(C_0\text{-}C_3)$alkyl, or Ar^2-$(C_0\text{-}C_3)$alkyl;

R^{24} is $(C_1\text{-}C_6)$alkoxy$(C_2\text{-}C_5)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_1\text{-}C_6)$alkylthio$(C_2\text{-}C_5)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_1)$alkyl-O-$(C_1\text{-}C_5)$alkyl, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_1)$alkyl-S-$(C_1\text{-}C_5)$alkyl, phenyl$(C_1\text{-}C_3)$ *n*-alkyl, Ph^2-$(C_1\text{-}C_3)$-*n*-alkyl, $Ar^2(C_0\text{-}C_3)$ *n*-alkyl, phenyl$(C_0\text{-}C_1)$alkyl-O-$(C_1\text{-}C_5)$alkyl, phenyl$(C_0\text{-}C_1)$alkyl-S-$(C_1\text{-}C_5)$alkyl, Ph^1-$(C_0\text{-}C_1)$alkyl-C(O)NH-$(C_2\text{-}C_4)$alkyl, Ph^1-$(C_0\text{-}C_1)$alkyl-NH-C(O)NH-$(C_2\text{-}C_4)$alkyl, pyridyl-$(C_0\text{-}C_1)$alkyl-C(O)NH-$(C_2\text{-}C_4)$alkyl, pyridyl-$(C_0\text{-}C_1)$alkyl-NH-C(O)NH-$(C_2\text{-}C_4)$alkyl, or $Ar^3(C_1\text{-}C_2)$alkyl,

where Ar^3 is a bi-cyclic moiety selected from a group consisting of indanyl, indolyl, dihydrobenzofuranyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzothiazolyl, benzo[1,3]dioxolyl, naphthyl, dihydrobenzopyranyl, quinolinyl, isoquinolinyl, and benzo[1,2,3]thiadiazolyl,

said Ar^3 optionally being substituted with $(C_1\text{-}C_6)$alkyl optionally further substituted with 1 to 6 fluoro substituents, phenyl$(C_0\text{-}C_1)$alkyl optionally further substituted with 1 to 6 fluoro substituents, or substituted with $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, or substituted with 1-3 substituents independently selected from the group consisting of halo, oxo, methyl, and $-CF_3$,

said phenyl$(C_1\text{-}C_3)$ *n*-alkyl, Ph^2-$(C_1\text{-}C_3)$ *n*-alkyl, or $Ar^2(C_0\text{-}C_3)$ *n*-alkyl optionally being substituted on the *n*-alkyl moiety when present with $(C_1\text{-}C_3)$alkyl, dimethyl, gem-ethano, 1 to 2 fluoro substituents, or $(C_1\text{-}C_6)$alkyl-C(O)-,

said $Ar^2(C_0\text{-}C_3)$ *n*-alkyl being alternatively optionally substituted with a substituent selected from the group consisting of $(C_3\text{-}C_7)$cycloalkyl-$(C_0\text{-}C_3)$alkyl, Het^1-$(C_0\text{-}C_3)$alkyl, pyridyl-$(C_0\text{-}C_3)$alkyl, phenyl-

$(C_0$-$C_3)$alkyl, pyridyl-$(C_0$-$C_3)$alkyl-NH-, phenyl-$(C_0$-$C_3)$alkyl-NH-, $(C_1$-$C_6)$alkyl-S-, and $(C_3$-$C_7)$cycloalkyl-$(C_0$-$C_3)$alkyl-S-, and optionally further substituted with one methyl, $-CF_3$, cyano, or $-SCF_3$ substituent, or with 1 to 2 halo substituents,

said pyridyl-$(C_0$-$C_3)$alkyl and phenyl-$(C_0$-$C_3)$alkyl optionally being further substituted with 1-3 substituents independently selected from halo, $-CH_3$, $-OCH_3$, $-CF_3$, $-OCF_3$, -CN, and $-SCF_3$, and

said Ph^2-$(C_1$-$C_3)$ *n*-alkyl and $Ar^2(C_0$-$C_3)$ *n*-alkyl where Ar^2 is pyridyl, also optionally being substituted on the phenyl or Ar^2 moiety, respectively, with phenyl-CH=CH- or phenyl-C≡C-,

said phenyl-CH=CH- or phenyl-C≡C- being optionally further substituted with 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-SCF_3$, $(C_1$-$C_6)$alkyl optionally further substituted with 1 to 6 fluoro substituents, and $(C_1$-$C_6)$alkoxy optionally further substituted with 1 to 6 fluoro substituents, and

said $Ar^2(C_0$-$C_3)$ *n*-alkyl where Ar^2 is pyridyl, alternatively, optionally being substituted with $(C_1$-$C_6)$alkyl-C(O)- or $R^{28}R^{29}$N-C(O)-, and optionally further substituted with one methyl, $-CF_3$, cyano, or $-SCF_3$ substituent, or with 1 to 2 halo substituents,

said phenyl$(C_0$-$C_1)$alkyl-O-$(C_1$-$C_5)$alkyl, or phenyl$(C_0$-$C_1)$alkyl-S-$(C_1$-$C_5)$alkyl optionally being substituted on the phenyl moiety with $(C_1$-$C_2)$-$S(O)_2$-, or with 1 to 5 independently selected halo substituents, or with 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-SCF_3$, $(C_1$-$C_6)$alkyl optionally further substituted with 1 to 6 fluoro substituents, and $(C_1$-$C_6)$alkoxy optionally further substituted with 1 to 6 fluoro substituents, and

said pyridyl-$(C_0$-$C_1)$alkyl-C(O)NH-$(C_2$-$C_4)$alkyl and pyridyl-$(C_0$-$C_1)$alkyl-NH-C(O)NH-$(C_2$-$C_4)$alkyl optionally being substituted on the pyridyl moiety with methyl, $-CF_3$, or 1 to 3 halo substituents;

R^{25} is hydrogen, $(C_1\text{-}C_3)$alkyl optionally substituted with 1 to 6 fluoro substituents, or allyl;

R^{26} is hydrogen, $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl;

R^{27} is hydrogen or $(C_1\text{-}C_4)$alkyl optionally substituted with 1 to 6 fluoro substituents, or R^{26} and R^{27}, taken together with the nitrogen atom to which they are attached, form Het^1;

R^{28} is $(C_1\text{-}C_8)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_8)$cycloalkyl$(C_0\text{-}C_3)$alkyl, tetrahydropyran-3-yl$(C_0\text{-}C_3)$alkyl, tetrahydropyran-4-yl$(C_0\text{-}C_3)$alkyl, tetrahydrofuranyl$(C_0\text{-}C_3)$alkyl, Ph^1-$(C_0\text{-}C_2)$ *n*-alkyl, or Ar^2-$(C_0\text{-}C_2)$ *n*-alkyl,

said Ph^1-$(C_0\text{-}C_2)$ *n*-alkyl and Ar^2-$(C_0\text{-}C_2)$ *n*-alkyl optionally being substituted on the alkyl moiety when present with $(C_1\text{-}C_3)$alkyl, dimethyl, or gem-ethano;

R^{29} is hydrogen or $(C_1\text{-}C_3)$alkyl;

R^{30} is hydrogen, $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl, Ph^1-$(C_0\text{-}C_3)$alkyl, or $Ar^2(C_0\text{-}C_3)$alkyl,

R^{31} is hydrogen or $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, or R^{30} and R^{31}, taken together with the nitrogen atom to which they are attached, form Het^1,

said Het^1 also optionally being substituted with phenyl optionally further substituted with 1 to 3 halo substituents;

R^{32} and R^{33} are each independently hydrogen or $(C_1\text{-}C_6)$alkyl optionally substituted with 1 to 6 fluoro substituents, or R^{32} and R^{33}, taken together with the nitrogen atom to which they are attached, form Het^1, or R^{32} is $Ph^1(C_0\text{-}C_1)$alkyl provided that R^{33} is hydrogen;

Ar^1 is an aromatic heterocycle substituent selected from the group consisting of furanyl, thiophenyl, thiazolyl, oxazolyl, isoxazolyl, pyridyl, and pyridazinyl, any of which may optionally be substituted with 1 to 3 substituents independently selected from the group consisting of halo, $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, $-CF_3$, $-O\text{-}CF_3$, nitro, cyano, and trifluoromethylthio;

Ar^2 is an aromatic heterocycle substituent selected from the group consisting of pyrrolyl, pyrazolyl, imidazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, furanyl, oxazolyl, isoxazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,3,4-oxadiazolyl, thiophenyl, thiazolyl, isothiazolyl, 1,2,3-thiadiazolyl, 1,3,4-thiadiazolyl, pyridyl, pyridazinyl, and benzimidazolyl, any of which may optionally be substituted with 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-SCF_3$, (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C_1-C_6)alkoxy optionally further substituted with 1 to 6 fluoro substituents, and wherein pyridyl and pyridazinyl may also optionally be substituted with (C_1-C_6)alkylamino optionally further substituted with 1 to 6 fluoro substituents, (C_3-C_7)cycloalkyl(C_0-C_3)alkyl, or (C_3-C_7)cycloalkyl(C_0-C_3)alkyl-amino;

Het^1 is a saturated, nitrogen-containing heterocycle substituent selected from the group consisting of azetidinyl, pyrrolidinyl, piperidinyl, homopiperidinyl, morpholinyl, thiomorpholinyl, homomorpholinyl, and homothiomorpholinyl, any of which may optionally be substituted with (C_1-C_6)alkyl or with 2 methyl substituents;

Het^2 is a saturated, oxygen-containing heterocycle substituent selected from the group consisting of tetrahydrofuranyl and tetrahydropyranyl, any of which may optionally be substituted with (C_1-C_6)alkyl or with 2 methyl substituents;

Ph^1 is phenyl optionally substituted with 1 to 5 independently selected halo substituents, or with 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-SCF_3$, (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C_1-C_6)alkoxy optionally further substituted with 1 to 6 fluoro substituents;

Ph^2 is phenyl substituted with:

a) 1 to 5 independently selected halo substituents; or

b) 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-SCF_3$, nitro, hydroxy, (C_1-C_6)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C_1-C_6)alkoxy optionally further substituted with 1 to 6 fluoro substituents; or

c) 0, 1, or 2 substituents independently selected from the group consisting of halo, cyano, -SCF_3, methyl, -CF_3, methoxy, -OCF_3, nitro, and hydroxy, together with one substituent selected from the group consisting of

i) $(C_1$-$C_{10})$alkyl optionally further substituted with 1 to 6 fluoro substituents or mono-substituted with hydroxy, $(C_1$-$C_6)$alkoxy, $(C_3$-$C_7)$cycloalkyl$(C_0$-$C_3)$alkyloxy, Het^2-$(C_0$-$C_3)$alkyloxy, Ph^1-$(C_0$-$C_3)$alkyloxy,

ii) $(C_1$-$C_{10})$alkoxy-$(C_0$-$C_3)$alkyl optionally further substituted with 1 to 6 fluoro substituents, and optionally further substituted with hydroxy,

iii) $(C_1$-$C_6)$alkyl-C(O)-$(C_0$-$C_5)$alkyl optionally further substituted with 1 to 6 fluoro substituents,

iv) carboxy,

v) $(C_1$-$C_6)$alkoxycarbonyl optionally further substituted with 1 to 6 fluoro substituents,

vi) $(C_1$-$C_6)$alkyl-C(O)-$(C_0$-$C_3)$-O- optionally further substituted with 1 to 6 fluoro substituents,

vii) $(C_1$-$C_6)$alkylthio-$(C_0$-$C_5)$alkyl optionally further substituted with 1 to 6 fluoro substituents,

viii) $(C_1$-$C_6)$alkylsulfinyl-$(C_0$-$C_5)$alkyl optionally further substituted with 1 to 6 fluoro substituents,

ix) $(C_1$-$C_6)$alkylsulfonyl-$(C_0$-$C_5)$alkyl optionally further substituted with 1 to 6 fluoro substituents,

x) $(C_1$-$C_6)$alkylsulfonyl-$(C_0$-$C_3)$alkyl-O- optionally further substituted with 1 to 6 fluoro substituents,

xi) $(C_3$-$C_7)$cycloalkyl$(C_0$-$C_3)$alkyl, optionally further substituted on the cycloalkyl with 1 to 4 substituents selected from methyl and fluoro,

xii) $(C_3$-$C_7)$cycloalkyl$(C_0$-$C_3)$alkyl-O-, optionally further substituted on the cycloalkyl with 1 to 4 substituents selected from methyl and fluoro,

xiii) $(C_3$-$C_7)$cycloalkyl$(C_0$-$C_3)$alkyl-C(O)-,

xiv) $(C_3$-$C_7)$cycloalkyl$(C_0$-$C_3)$alkyl-O-C(O)-,

xv) $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl-S-,

xvi) $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl-S(O)-,

xvii) $(C_3\text{-}C_7)$cycloalkyl$(C_0\text{-}C_3)$alkyl-$S(O)_2$-,

xviii) Ph^1-$(C_0\text{-}C_3)$alkyl, optionally substituted on the alkyl moiety with 1 to 2 fluoro substituents,

xix) Ph^1-$(C_0\text{-}C_3)$alkyl-O-, optionally substituted on the alkyl moiety with 1 to 2 fluoro substituents

xx) Ph^1-$(C_0\text{-}C_3)$alkyl-C(O)-,

xxi) Ph^1-$(C_0\text{-}C_3)$alkyl-O-C(O)-,

xxii) Ph^1-$(C_0\text{-}C_3)$alkyl-C(O)-$(C_0\text{-}C_3)$alkyl-O-,

xxiii) Ph^1-$(C_0\text{-}C_3)$alkylthio,

xxiv) Ph^1-$(C_0\text{-}C_3)$alkylsulfinyl,

xxv) Ph^1-$(C_0\text{-}C_3)$alkylsulfonyl,

xxvi) $Ar^2(C_0\text{-}C_3)$alkyl,

xxvii) $Ar^2(C_0\text{-}C_3)$alkyl-O-

xxviii) Ar^2-$(C_0\text{-}C_3)$alkyl-S-,

xxix) $Ar^2(C_0\text{-}C_3)$alkyl-C(O)-,

xxx) $Ar^2(C_0\text{-}C_3)$alkyl-C(S)-,

xxxi) Ar^2-$(C_0\text{-}C_3)$alkylsulfinyl,

xxxii) Ar^2-$(C_0\text{-}C_3)$alkylsulfonyl,

xxxiii) $Het^1(C_0\text{-}C_3)$alkyl-C(O)- optionally substituted on the Het^1 moiety with Ph^1,

xxxiv) $Het^1(C_0\text{-}C_3)$alkyl-C(S)- optionally substituted on the Het^1 moiety with Ph^1,

xxxv) N-linked Het^1-C(O)-$(C_0\text{-}C_3)$alkyl-O-,

xxxvi) Het^2-$(C_0\text{-}C_3)$alkyloxy,

xxxvii) $R^{26}R^{27}N$-,

xxxviii) $R^{28}R^{29}$-N-$(C_1\text{-}C_3)$alkoxy,

xxxix) $R^{28}R^{29}N$-C(O)-,

xl) $R^{28}R^{29}N$-C(O)-$(C_1\text{-}C_3)$alkyl-O-,

xli) $R^{28}R^{29}N$-C(S)-,

xlii) $R^{30}R^{31}N\text{-}S(O)_2\text{-}$,

xliii) $HON{=}C(CH_3)\text{-}$, and

xliv) $HON{=}C(Ph^1)\text{-}$,

or a pharmaceutically acceptable salt thereof, subject to the following provisos:

a) no more than two of R^1, R^2, R^3, R^4, and R^5 may be other than hydrogen;

b) when R^2 is methyl, then R^1, R^3, R^4, and R^5 are each hydrogen;

c) when R^3 is methyl, then R^2 and R^4 are each hydrogen;

d) when R^3 is methyl, R^7 and R^8 are each –OH, and R^1, R^2, R^4, R^5, and R^9 are each hydrogen, then R^6 is other than cyclohexylthio, furanylthio, or phenylthio; and

e) When R^{12} is $Ar^2\text{-}(C_1\text{-}C_3)$alkyl, then R^7 is other than hydrogen or R^9 is other than chloro.

2. A compound according to Claim 1 wherein R^7 is selected from halo, -CN, and CF_3.

3. A compound according to either Claim 1 or Claim 2 wherein R^7 is chloro.

4. A compound according to any one of Claims 1 to 3 wherein R^6 is $-C{\equiv}C\text{-}R^{10}$.

5. A compound according to any one of Claims 1 to 3 wherein R^6 is $-O\text{-}R^{12}$.

6. A compound according to any one of Claims 1 to 3 wherein R^6 is $-S\text{-}R^{14}$.

7. A compound according to Claim 6 wherein R^6 is $-S\text{-}L\text{-}R^{15}$.

8. A compound according to Claim 7 wherein R^{15} is Ph^2 or Ar^2.

9. A compound according to any one of Claims 1 to 3 wherein R^6 is $-NR^{24}R^{25}$.

10. A compound according to Claim 9 wherein R^{24} is Ph^2-(C_1-C_3) *n*-alkyl-.

11. A compound according to Claim 9 wherein R^{24} is Ar^2-(C_1-C_3) *n*-alkyl-.

12. A Compound according to any one of Claims 9 to 11 wherein R^{25} is hydrogen.

13. A compound according to any one of Claims 1 to 12 wherein R^9 is hydrogen, halo or (C_1-C_3)alkoxy.

14. A compound according to any one of Claims 1 to 12 wherein R^9 is hydrogen.

15. A compound according to any one of Claims 1 to 14 wherein R^1, R^2, R^3, R^4, R^5, and R^8, are each hydrogen.

16. A pharmaceutical composition comprising a compound according to any one of Claims 1 to 15 as an active ingredient in association with a pharmaceutically acceptable carrier, diluent or excipient.

17. A compound according to any one of Claims 1 to 15 for use in therapy.

18. A method for the treatment of obesity in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 1.

19. The method of Claim 18, where the mammal is human.

20. A method for the treatment of obsessive compulsive disorder in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 1.

21. The method of Claim 20, where the mammal is human.

22. A method for the treatment of depression in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 1.

23. The method of Claim 22, where the mammal is human.

24. A method for the treatment of anxiety in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 1.

25. The method of Claim 24, where the mammal is human.

26. A compound according to any one of Claims 1 to 15 for use as a pharmaceutical.

27. A compound according to any one of Claims 1 to 15 for use in the treatment of obesity in mammals.

28. A compound according to any one of Claims 1 to 15 for use in the treatment of obsessive/compulsive disorder in mammals.

29. A compound according to any one of Claims 1 to 15 for use in the treatment of depression in mammals.

30. A compound according to any one of Claims 1 to 15 for use in the treatment of anxiety in mammals.

31. A compound according to any one of Claims 27-30, where the mammal is a human.

32. The use of a compound according to any one of Claims 1 to 15 in the manufacture of a medicament for the treatment of a disorder selected from obesity, hyperphagia, obsessive/compulsive disorder, depression, anxiety, substance abuse, sleep disorder, hot flashes, and/or hypogonadism.

33. The use of a compound according to any one of Claims 1 to 15 in the manufacture of a medicament for the treatment of a disorder selected from obesity, obsessive/compulsive disorders, anxiety, or depression.

34. A pharmaceutical composition adapted for the treatment of obesity comprising a compound according to any one of Claims 1 to 15 in combination with one or more pharmaceutically acceptable excipients, carriers, or diluents therefore.

35. A pharmaceutical composition adapted for the treatment of obsessive/compulsive disorders comprising a compound according to any one of Claims 1 to 15 in combination with one or more pharmaceutically acceptable excipients, carriers, or diluents therefore.

36. A pharmaceutical composition adapted for the treatment of depression comprising a compound according to any one of Claims 1 to 15 in combination with one or more pharmaceutically acceptable excipients, carriers, or diluents therefore.

37. A pharmaceutical composition adapted for the treatment of anxiety comprising a compound according to any one of Claims 1 to 15 in combination with one or more pharmaceutically acceptable excipients, carriers, or diluents therefore.